

IN THE SPECIFICATION

Please replace the paragraph beginning at page 10, line 2, with the following rewritten paragraph:

The image pick-up apparatus 10 includes an image pick-up device unit 20 and a zoom lens unit 30. The image pick-up device unit 20 includes a substrate 21, a sensor 22 such as a CCD or the like and a control electronic part 23 each disposed on the substrate 21. The electronic part 23 has a ~~an~~ drive control circuit 24 incorporated therein.

Please replace the paragraph beginning at page 10, line 9, with the following rewritten paragraph:

The zoom lens unit 30 includes a cylindrical cover 31, a stationary part 40, the first movable part 50, and the second movable part 60. The first and second movable parts 50 and 60 are inserted into a stationary part frame 41 (which will be described later) such that they can move in the X ~~an optical~~ direction (as shown in FIG. 1) ~~[[C]]~~ while separating from each other.